



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

~~0-331A080~~

November 25, 1980

RECORDATION NO. 8674-A Filed 1428

No. 0-331A080
Date NOV 26 1980
Fee \$ 10.00
ICC Washington, D. C.

NOV 26 1980 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. § 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the Supplement) dated June 27, 1980, between the following:

- (a) Trustee-Lessor: The Chase Manhattan Bank, N.A.
One New York Plaza
New York, New York 10081
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

The equipment covered by the Supplement consists of nine (9) railroad center flow covered hopper cars, AAR mechanical designation L554, initialled ACFX and numbered 59159 through 59169 inclusive.

The Supplement is a supplement to the Equipment Trust Agreement dated as of January 1, 1977 between The Chase Manhattan Bank, N.A., Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 2:00 p.m. on January 24, 1977, under Recordation No. 8674. Since no supplement or other document relating to the Equipment Trust Agreement appears to have been recorded with the Commission since that time, the enclosed document should be assigned Recordation No. 8674-A.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

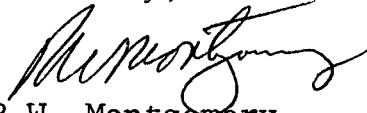
We request that four copies of the enclosed Supplement, including the copy stamped "ACF" in the upper right hand corner,

*See
They think
this one will
be 8674-A
please double
check to be
sure
704
Kil
C. Quilley*

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DOCKET FILES
BRANCH

all bearing the Commission's recordation data, be returned to
R.W. Montgomery, Assistant Secretary, ACF Industries, Incorporated,
750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

A handwritten signature in dark ink, appearing to read 'R.W. Montgomery', written in a cursive style.

R.W. Montgomery
Assistant Secretary

RWM/rks
Enclosures

Counterpart No. 3

RECORDATION NO. 8674-A Filed 1425

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ACF INDUSTRIES, INCORPORATED

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST SERIES F

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated June 27, 1980

between

CHASE MANHATTAN BANK, N.A. Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED June 27, 1980

between CHASE MANHATTAN BANK, N.A., a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated January 1, 1977 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust Series F," pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$372,946.00 out of funds previously deposited with the Trustee pursuant to Section 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective

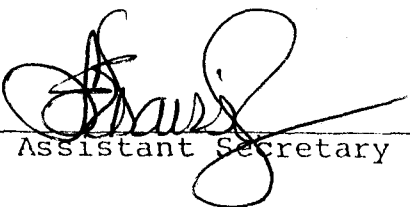
officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHASE MANHATTAN BANK, N.A., Trustee

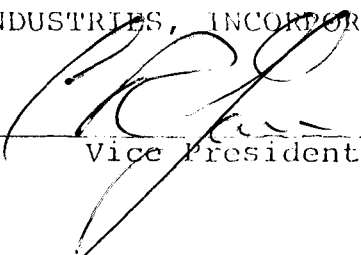
By 
Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Vice President

(Corporate Seal)

Attest:

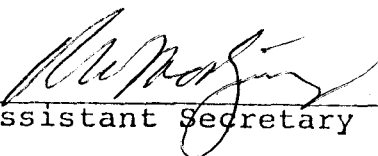

Assistant Secretary

EXHIBIT A

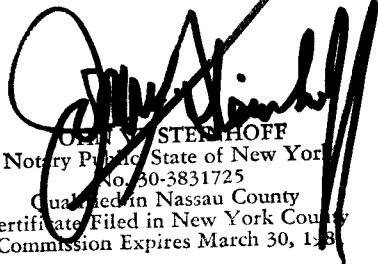
Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
59159	L554	Oct 1979	\$ 43,336	\$ 43,336	\$ 43,336	\$ 43,336
59160	L554	Oct 1979	43,336	43,336	43,336	43,336
59161	L554	Oct 1979	43,336	43,336	43,336	43,336
59162	L554	Oct 1979	43,336	43,336	43,336	43,336
59163	L554	Oct 1979	43,336	43,336	43,336	43,336
59164	L554	Oct 1979	43,336	43,336	43,336	43,336
59165	L554	Oct 1979	43,336	43,336	43,336	43,336
59166	L554	Oct 1979	43,336	43,336	43,336	43,336
59167	L554	Oct 1979	43,336	43,336	43,336	43,336
			<u>\$390,024</u>	<u>43,336</u>	<u>43,336</u>	<u>43,336</u>
				<u>\$390,024</u>	<u>\$390,024</u>	<u>\$390,024</u>

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21st day of Nov, 1980, before me personally appeared V.J. MARINO, to me personally known, who, being by me duly sworn, says that he is a Vice President of CHASE MANHATTAN BANK, N.A., that one of the seals affixed to the foregoing instrument is the corporation seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


(NOTARIAL SEAL)


JOHN V. STEINHOFF
Notary Public, State of New York
No. 30-3831725
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1981

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 17th day of JUNE, 1980, before me personally appeared C. R. GARR, to me personally known, who being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)


ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1981